

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

FRED LEIGHTON HOLDING, INC., et al.,
Debtors.

Chapter 11

Case No. 08-11363 (RDD)

**NOTICE OF (I) ENTRY OF ORDER CONFIRMING FIRST AMENDED JOINT
AND CONSOLIDATED PLAN OF REORGANIZATION AND LIQUIDATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE; (II) OCCURRENCE OF
EFFECTIVE DATE THEREOF; AND (III) DEADLINES TO FILE CERTAIN CLAIMS
PURSUANT TO THE FIRST AMENDED PLAN AND CONFIRMATION ORDER**

**TO ALL CREDITORS, EQUITY INTEREST HOLDERS AND PARTIES IN INTEREST,
PLEASE TAKE NOTICE THAT:**

A. Confirmation of the Amended Plan

1. On November 9, 2009, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order (the “Confirmation Order”, see Docket No. 843) confirming the “First Amended Joint and Consolidated Plan of Reorganization and Liquidation Under Chapter 11 of the Bankruptcy Code” dated October 30, 2009 (the “Amended Plan”)¹ filed by Fred Leighton Holding, Inc. and certain of its affiliates that are debtors and debtors in possession (the “Debtors”)² in the above-captioned chapter 11 cases and Merrill Lynch Mortgage Capital Inc. (“Merrill Lynch”), prepetition secured lender to certain of the Debtors. Parties with a PACER password may view such documents by accessing the

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Amended Plan.

² The Debtors include Fred Leighton Holding, Inc. (“Fred Leighton”); Fred Leighton LLC (“Fred Leighton New York”); Phoenix Nevada 1, LLC (“Fred Leighton Las Vegas”); Fred Leighton BH LLC (“Fred Leighton Beverly Hills”); Calypso Mines LLC (“Calypso”); Endymion, LLC (“Endymion”); Foxtrot LLC (“Foxtrot”); and Tango LLC (“Tango”).

Bankruptcy Court's Electronic Case Filing System, which can be found at <http://www.nysb.uscourts.gov/>, the official website for the Bankruptcy Court. The Amended Plan and Confirmation Order are also available by written request to the Plan Administrator at 766 Madison Avenue, New York, New York 10065 (Attn: Maureen Donahoe).

B. Effective Date

2. On November 10, 2009, the Effective Date of the Amended Plan occurred.

C. Deadline to File Administrative Expense Claims and Final Fee Applications

3. Pursuant to Section 4.2(a) of the Amended Plan, all Administrative Expense Claims (other than Administrative Expense Claims that have been fully satisfied or Allowed on or before the Effective Date), including all applications for final allowance of Professional Claims, must be filed with the Bankruptcy Court and served on: (i) Cadwalader, Wickersham & Taft LLP, counsel to Merrill Lynch Mortgage Capital Inc., One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq. and Zachary H. Smith, Esq.); (ii) the Plan Administrator, 766 Madison Avenue, New York, New York 10065 (Attn: Maureen Donahoe); and (iii) the Office of the United States Trustee for the Southern District of New York, 3 Whitehall Street, New York, New York 10004 (Attn: Serene K. Nakano, Esq.), **so as to be actually received on or before 4:00 p.m. (prevailing Eastern time) on December 11, 2009** (the "Administrative Expense Claim Bar Date").

4. **The failure to properly file and serve an Administrative Expense Claim or application for final allowance of a Professional Claim on or before the Administrative Expense Claim Bar Date shall result in such Administrative Expense Claim or Professional Claim (as applicable) being deemed forever barred, Disallowed and discharged as of the Effective Date.**

D. Deadline to File Rejection Damage Claims

5. Pursuant to Section 10.5 of the Amended Plan, all proofs of claim with respect to Rejection Damage Claims must be filed with the Bankruptcy Court and served on (i) Cadwalader, Wickersham & Taft LLP, counsel to Merrill Lynch Mortgage Capital Inc., One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq. and Zachary H. Smith, Esq.); and (ii) the Plan Administrator, 766 Madison Avenue, New York, New York 10065 (Attn: Maureen Donahoe), **so as to be actually received no later than 4:00 p.m. (prevailing Eastern time) on December 11, 2009** (the “Rejection Damage Claim Bar Date”).

6. **The failure to properly file and serve a proof of claim with respect to a Rejection Damage Claim by the Rejection Damage Claim Bar Date shall result in such Claim being deemed forever barred, Disallowed and discharged as of the Effective Date.**

E. Deadline to Move for Reconsideration of Estimated Claims

7. Pursuant to Paragraphs KK and 31 of the Confirmation Order, any and all motions seeking reconsideration of the estimation of the Claims identified on the Schedule of Estimated Claims (attached hereto as Exhibit A) must be filed with the Bankruptcy Court and served on (i) Cadwalader, Wickersham & Taft LLP, counsel to Merrill Lynch Mortgage Capital Inc., One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq. and Zachary H. Smith, Esq.); and (ii) the Plan Administrator, 766 Madison Avenue, New York, New York 10065 (Attn: Maureen Donahoe), **so as to be actually received no later than 4:00 p.m. (prevailing Eastern time) on December 11, 2009.**

Dated: November 10, 2009
New York, New York

By: /s/ John J. Rapisardi
John J. Rapisardi, Esq.
Howard R. Hawkins, Jr., Esq.
Zachary H. Smith, Esq.
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EXHIBIT A

Schedule of Estimated Claims

Claimant Name	Debtor	Case No.	Claim No.	Claim Amount	Estimated Amount	Reserved Amount	Grounds for Estimation
Classified Claims							
766 Madison Avenue Realty Corp.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$9,000.00	\$0.00	\$9,000.00	Paid in full
BDM Jewelry Company	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$2,775.00	\$0.00	\$2,775.00	Paid in full
Beverly Hills Properties III LLC	Fred Leighton Holding Inc.	08-11363	6	Unliquidated	\$0.00	\$0.00	Resolved by Agreement Between the Parties
BP Air Conditioning Corp.	Fred Leighton Holding Inc.	08-11363	10	\$6,904.99	\$998.55	\$6,904.99	Resolved by Agreement Between the Parties
Business Expense Reimbursement	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$30,000.00	\$0.00	\$30,000.00	Paid in Full
Citysafe Inc.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$81,842.00	\$0.00	\$81,842.00	Resolved by Agreement Between the Parties
David Behl Associates	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$4,019.00	\$513.03	\$4,019.00	Resolved by Agreement Between the Parties
Debtor Employees	Phoenix Nevada 1	08-11366	Scheduled - No Claim Filed	\$6,000.00	\$0.00	\$6,000.00	Paid in Full
Debtor Salespersons	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$21,000.00	\$0.00	\$21,000.00	Paid in Full
Debtor Salespersons	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$21,000.00	\$0.00	\$21,000.00	Paid in Full
DM Engraving	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$162.00	\$0.00	\$162.00	Resolved by Agreement Between the Parties
Eisner LLP	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$7,540.00	\$0.00	\$7,540.00	Resolved by Agreement Between the Parties
Ferrari Express Inc.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$6,108.00	\$0.00	\$6,108.00	Resolved by Agreement Between the Parties
First Republic Bank	Fred Leighton Holding Inc.	08-11363	Scheduled - No Claim Filed	\$14,967.00	\$0.00	\$14,967.00	Paid in Full
Floriani	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$185,110.00	\$0.00	\$185,110.00	Resolved by Agreement Between the Parties
FTI Consulting	Fred Leighton LLC	08-11365	3	\$32,788.82	\$0.00	\$0.00	Resolved by Agreement Between the Parties
G. Torrioni S.A.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$160.00	\$0.00	\$160.00	Resolved by Agreement Between the Parties
GIA Gem Trade Lab.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$80.00	\$0.00	\$80.00	Resolved by Agreement Between the Parties
H. E. Glass	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$1,635.00	\$0.00	\$1,635.00	Resolved by Agreement Between the Parties

Schedule of Estimated Claims

Claimant Name	Debtor	Case No.	Claim No.	Claim Amount	Estimated Amount	Reserved Amount	Grounds for Estimation
International Computer Supply	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$5,140.00	\$0.00	\$5,140.00	Paid in Full
Jerry Blickman Inc.	Fred Leighton Holding Inc.	08-11363	1	\$1,324,886.91	\$0.00	\$409,053.91	Partially Paid
John Chavez Group 4 Securicor International (G4S International)	Fred Leighton LLC	08-11365	10	\$6,773.34	\$0.00	\$6,773.34	Resolved by Agreement Between the Parties
John Chavez Group 4 Securicor International (G4S International)	Phoenix Nevada 1 LLC	08-11366	2	\$2,438.31	\$0.00	\$2,438.31	Resolved by Agreement Between the Parties
John M. Ullmann	Fred Leighton Holding Inc.	08-11363	9	\$705,000.00	\$0.00	\$0.00	Resolved by Agreement Between the Parties
John Shields Detective Bureau	Fred Leighton Holding Inc.	08-11363	5	\$1,245.93	\$986.18	\$1,245.93	Resolved by Agreement Between the Parties
Kasoy	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$273.00	\$0.00	\$273.00	Resolved by Agreement Between the Parties
Katsky Korins LLP	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$10,000.00	\$0.00	\$10,000.00	Resolved by Agreement Between the Parties
North American Packaging	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$4,800.00	\$0.00	\$4,800.00	Resolved by Agreement Between the Parties
Pat Saling	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$11,395.00	\$0.00	\$11,395.00	Postpetition Accounts Receivable Offset
Paul Wilmot Communications	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$3,548.00	\$0.00	\$3,548.00	Resolved by Agreement Between the Parties
Peter Bacanovic	Fred Leighton Holding Inc.	08-11363	28	\$484,615.40	\$0.00	\$564,615.40	Estimation Motion Pending [Docket No. 704]
Royal Press Corp.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$1,612.05	\$0.00	\$1,612.05	Paid in Full
Salaries	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$40,000.00	\$0.00	\$40,000.00	Resolved by Agreement Between the Parties
S.J. Phillips	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$69,638.00	\$0.00	\$69,638.00	Resolved by Agreement Between the Parties
Watch Service Center	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$205.00	\$0.00	\$205.00	Resolved by Agreement Between the Parties
Y Kim Jewelry Co.	Fred Leighton LLC	08-11365	Scheduled - No Claim Filed	\$12,525.00	\$0.00	\$12,525.00	Resolved by Agreement Between the Parties
Classified Claims Total:				\$3,102,662.75	\$2,497.76	\$1,541,565.93	

Schedule of Estimated Claims

Claimant Name	Debtor	Case No.	Claim No.	Claim Amount	Estimated Amount	Reserved Amount	Grounds for Estimation
Unclassified Claims							
Blank Rome LLP	Fred Leighton Holding Inc.	08-11363	Professional Claim	\$170,278.00	\$170,278.00	\$170,278.00	Estimated Professional Claim
Dewey & LeBoeuf LLP	Fred Leighton Holding Inc.	08-11363	Professional Claim	\$292,790.00	\$292,790.00	\$292,790.00	Estimated Professional Claim
Eisner LLP	Fred Leighton Holding Inc.	08-11363	Professional Claim	\$115,358.00	\$115,358.00	\$115,358.00	Estimated Professional Claim
Franchise Tax Board Special Procedures	Fred Leighton BH LLC	08-11364	3	\$0.02	\$0.00	\$0.00	No Corresponding Liability on the Debtors' Books and Records
Herrick, Feinstein LLP	Fred Leighton Holding Inc.	08-11363	Professional Claim	\$1,815,673.00	\$1,815,673.00	\$1,815,673.00	Estimated Professional Claim
Internal Revenue Service	Fred Leighton Holding Inc.	08-11363	11	\$30,000.00	\$0.00	\$0.00	No Corresponding Liability on the Debtors' Books and Records
Internal Revenue Service	Fred Leighton BH LLC	08-11364	1	\$3,000.00	\$0.00	\$0.00	No Corresponding Liability on the Debtors' Books and Records
Phillips Nizer LLP	Fred Leighton Holding Inc.	08-11363	Professional Claim	\$586,053.46	\$0.00	\$0.00	First Interim Fee Application Denied [Docket No. 746]
State of Delaware	Fred Leighton Holding Inc.	08-11363	Scheduled - No Claim Filed	\$5,000.00	\$5,000.00	\$5,000.00	Estimated in Full
United States Trustee	Fred Leighton Holding Inc.	08-11363	Admin Claim	\$25,700.00	\$25,700.00	\$25,700.00	Estimated Admin Claim
Unclassified Claims Total:				\$3,043,852.48	\$2,424,799.00	\$2,424,799.00	
Total Claim Amount:				\$6,146,515.23	\$2,427,296.76	\$3,966,364.93	